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eBROKER GROUP LIMITED

電子交易集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8036)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of eBROKER GROUP LIMITED (the “**Company**”) will be held at Suites 1410-11, 14th Floor, North Tower, World Finance Centre, Harbour City, Kowloon Hong Kong at 11:30 a.m. on Friday, 12 January 2024 for the purposes of considering and, if thought fit, passing with or without modifications, the following supermajority resolution.

SUPERMAJORITY RESOLUTION

“THAT:

- (i) the proposed amendments (the “**Proposed Amendments**”) to the existing second amended and restated memorandum of association and articles of association of the Company (the “**Existing Memorandum and Articles**”), the details of which are set out in the Appendix to the circular of the Company dated 19 December 2023, be and are hereby approved;
- (ii) the third amended and restated memorandum of association and articles of association of the Company (the “**Amended Memorandum and Articles**”), which contain all the Proposed Amendments and a copy of which have been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles with immediate effect; and

(iii) any Director or company secretary, or the Cayman Islands registered office provider of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/they shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of Amended Memorandum and Articles, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

On behalf of the Board
eBroker Group Limited
Chan Lap Tak, Douglas
Chairman

Hong Kong, 19 December 2023

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Headquarters and principal place of business in Hong Kong:

Suites 1410-11,
14th Floor, North Tower,
World Finance Centre,
Harbour City,
Kowloon, Hong Kong

Notes:

- (i) All resolution at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules.
- (ii) A shareholder entitled to attend and vote at the EGM is entitled to appoint one proxy or if he/she/it holds two or more shares, more than one proxy to attend, speak and vote in his/her/it stead. A proxy does not need to be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- (iii) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.

- (iv) Delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this announcement, the executive Directors are Mr. CHAN Lap Tak, Douglas and Mr. LO Chi Ho and the independent non-executive Directors are Mr. CHAN Chi Kwong Dickson, Mr. LIU Kin Sing and Mr. AU YEUNG Po Fung.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the website of GEM at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.ebrokersystems.com. In case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.

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